

**HARLAN & HARLAN**  
**ATTORNEYS AT LAW**

JOHN L. HARLAN 1895-1973  
JOHN L. HARLAN 1919-1986  
DANIEL J. HARLAN

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November 14, 2006

United States Bankruptcy Court  
Southern District of New York  
Alexander Hamilton Customs House  
Attn: Dorothy Li, Clerk  
One Bowling Green  
New York, NY 10004-1408

Re: Delphi Corporation, et al., Debtors  
Case No. 05-44481 (RDD)  
Affidavit of Legal Ordinary Course Professional

Dear Ms. Li:

Enclosed please find our Certificate of Service along with our Affidavit of Legal Ordinary Course Professional. Please file the enclosed on Delphi's bankruptcy docket.

If you have any questions or need additional information, please do not hesitate to contact us.

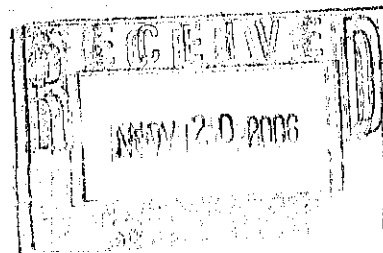
Very truly yours,

HARLAN & HARLAN



Daniel J. Harlan

DJH/cag  
Enclosures



**CERTIFICATE OF SERVICE**

Daniel J. Harlan, principal, hereby certifies that on November 2, 2006, served a copy of the Affidavit of Legal Ordinary Course Professional, upon the following interested parties via first class mail:

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, MI 48098  
U.S. A.

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, N.Y. 10022  
U.S.A.

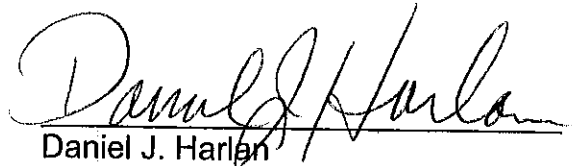
Skadden, Arps, Slate, Meagher & Flom  
Attention: John W. Butler, Jr., Esq.  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606  
U.S.A.

Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley, Esq.  
4225 Lexington Avenue  
New York, N. Y. 10017  
U.S.A.

United States Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, N.Y. 10044  
U.S.A.

Davis Polk & Wardwell  
Attention: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, N.Y. 10017  
U.S. A.

Dated November 14, 2006



Daniel J. Harlan  
HARLAN & HARLAN  
1360 S. Fifth Street, Suite 204  
St. Charles, MO 63301  
636-925-2500  
636-940-2050

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

DELPHI CORPORATION, et al.,

Debtors.

## Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

**AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL**

STATE OF MISSOURI

COUNTY OF ST. CHARLES

SS:

**Daniel J. Harlan, being duly sworn, deposes and says:**

1. I am a principal of Harlan and Harlan which firm maintains offices at 1360 S. Fifth Street, Suite 204, St. Charles, Missouri 63301.

2. Neither I, Harlan and Harlan, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Harlan and Harlan, has represented and advised the Debtors in legal matters with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and Harlan and Harlan has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. sections 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Harlan and Harlan proposes, to render the following services to the Debtors: legal representation of Delphi regarding workers' compensation matters.

5. Harlan and Harlan's current fee arrangement is \$90.00 per hour.

6. Except as set forth herein, no promises have been received by Harlan and Harlan or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Court, the Federal Rules of Bankruptcy Procedure, the Local Rules,

orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Harlan and Harlan has no agreement with any entity to share with such entity any compensation received by Harlan and Harlan.

8. Harlan and Harlan and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Harlan and Harlan does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, Harlan and Harlan, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Harlan and Harlan is to be engaged.

10. The foregoing constitutes the statement of Harlan and Harlan pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
DANIEL J. HARLAN

Subscribed and sworn before me this 2 day of Nov, 2006.

  
NOTARY PUBLIC

